

**RESTRICTIVE COVENANT FOR LIMITATION ON USES, CONSTRUCTION AND
GROUNDWATER USE**

STATE OF TEXAS

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Doc# 2009036112

COUNTY OF BRAZORIA

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This Restrictive Covenant is filed to provide information concerning certain use limitations upon that parcel of real property (the "Property") described in Exhibits A and B, attached hereto and incorporated herein by reference, and which at the time of this filing is listed on the United States Environmental Protection Agency's ("EPA") National Priority List as a "Superfund Site."

As of the date of this Restrictive Covenant, the record owners of fee title to the Property are Jack Palmer and Ron W. Hudson (individually, "Owner," and collectively, "Owners"). Mr. Palmer's address is 1509 Alta Vista, Alvin, Texas 77511. Mr. Hudson's address is 45 West Sienna Place, The Woodlands, Texas 77382. The appropriate land use for the Property is commercial/industrial.

The Property previously contained surface impoundments, which were closed in 1982 in accordance with the state industrial solid waste regulations and a closure plan as approved by the Texas Department of Water Resources.

Owners have agreed to place the following restrictions on the Property in favor of The Dow Chemical Company ("Dow"), Chromalloy American Corporation ("Chromalloy"), the Texas Commission on Environmental Quality ("TCEQ"), the State of Texas and EPA.

NOW THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the following restrictive covenants in favor of Dow, Chromalloy, TCEQ, the State of Texas and EPA are placed on the Property, to-wit:

1. Commercial/Industrial Use.

The Property shall not be used for any purposes other than commercial/industrial uses, as that term is defined under 30 T.A.C §350.4(a)(13), and thus shall not be used for human habitation or for other purposes with a similar potential for human exposure. Portions of the soils and/or groundwater of the Property contain certain identified chemicals of concern. Future users of the Property are advised to review and take into consideration environmental data from publicly available sources (i.e. TCEQ and EPA) prior to utilizing the Property for any purpose.

2. Groundwater.

The groundwater underlying the Property shall not be used for any beneficial purpose, including: (1) drinking water or other potable uses; (2) the irrigation or watering of landscapes or (3) agricultural uses. For any activities that may result in potential exposure to the groundwater,



a plan must be in place to address and ensure the appropriate handling, treatment and disposal of any affected soils or groundwater.

3. Construction.

Construction of any building on the Property is not advisable. If any person desires in the future to construct a building on the Property, the EPA and TCEQ must be notified and must approve of such construction in writing, as additional response actions, such as protection against indoor vapor intrusion, may be necessary before the Property may be built upon. The costs for any additional response actions will be borne by the party(s) desiring to construct upon the Property.

4. These restrictions shall be a covenant running with the land.

For additional information, contact:

The Dow Chemical Company
2030 Dow Center
8th Floor Legal Dept.
Midland, MI 48674
ATTN: General Counsel

Chromalloy American Corporation
C/O Sequa Corporation
200 Park Avenue
New York, NY 10166
ATTN: General Counsel

U.S. Environmental Protection Agency, Region 6
Superfund Division (6RC-S)
1445 Ross Avenue, Suite 1200
Dallas, TX 75202-2733
ATTN: Assistant Regional Counsel

Texas Commission on Environmental Quality
P.O. Box 13087
Austin, TX 78711-3087
ATTN: Remediation Division

State of Texas
Office of the Texas Attorney General
Natural Resources Division
300 W. 15th Street
Austin, TX 78701

The restrictions imposed by this Restrictive Covenant may be rendered of no further force or effect only by a release executed by Dow, Chromalloy, TCEQ, the State of Texas and EPA or their successors and filed in the same Real Property Records as those in which this Restrictive Covenant is filed.

**[THE REMAINDER OF THIS PAGE WAS INTENTIONALLY LEFT BLANK.
SIGNATURE PAGES CONTINUE ON NEXT PAGE]**

Executed this 7th day of July, 2009.

OWNER: Jack Palmer

* Jack P. Palmer

STATE OF TEXAS

COUNTY OF Brazoria

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BEFORE ME, on this the 7th day of July, 2009, personally appeared Jack Palmer, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes and in the capacity herein expressed.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this the 7th day of July, 2009.

Roxann Corona

Notary Public in and for the State of Texas

My Commission Expires: 10-23-2011



Executed this 6th day of July, 2009.

OWNER: Ron W. Hudson

Ronald W. Hudson

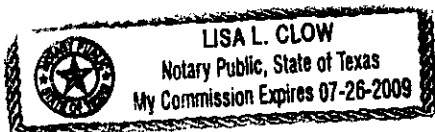
STATE OF TEXAS

COUNTY OF Montgomery

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BEFORE ME, on this the 6th day of July, 2009, personally appeared Ron W. Hudson, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes and in the capacity herein expressed.

July GIVEN UNDER MY HAND AND SEAL OF OFFICE, this the 6th day of _____, 2009.



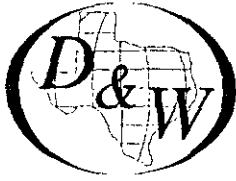
Lisa L. Clow

Notary Public in and for the State of Texas

My Commission Expires: July 26, 2009

Exhibit A

Legal Description of the Property



Doyle & Wachtstetter, Inc

Surveying and Mapping • GPS/GIS

**5.0010 ACRE ENVIRONMENTAL MANAGEMENT TRACT
LOT 56 OF THE BRAZOS COAST INVESTMENT COMPANY SUBDIVISION, DIVISION 8
FREDERICK. J. CALVIT LEAGUE, ABSTRACT 51
BRAZORIA COUNTY, TEXAS
PAGE 1 OF 2**

ALL THAT CERTAIN 5.0010 ACRE tract of land lying in and situated in the Frederick J. Calvit League, Abstract 51, Brazoria County, Texas, being all of Lot 56 of the Brazos Coast Investment Company Subdivision, Division 8 (B.C.I.C. Div. 8), according to the map or plat thereof recorded in Volume 2, Page 141 of the Brazoria County Plat Records (B.C.P.R.) and being the same tract of land conveyed by deed on May 12, 1999 from Fish Engineering and Construction, Inc. to Jack Palmer and Ron W. Hudson, as recorded in Clerk's File No. 99-021624 of the Brazoria County Official Records (B.C.O.R.), the herein described tract of land being more particularly described by metes and bounds, using survey terminology which refers to the Texas State Plane Coordinate System, South Central Zone (NAD83), in which the directions are Lambert grid bearings and the distances are surface level horizontal lengths (S.F.= 0.99988752832) as follows

COMMENCING at a 3/4" iron rod found marking the North corner Lot 80, same being the West corner of Lot 81 of the aforementioned B.C.I.C. Div. 8 subdivision, located in the southeastern right-of-way boundary line of a 40 foot wide platted roadway of the said B.C.I.C. Div. 8 subdivision, said Point of Commencement being at Texas at State Plane Coordinate System position X=3155152.81 and Y=13556863.07, from which an old 3" x 3/4" hard-wood stake located in the southeastern right-of-way boundary line of a 40 foot wide platted roadway of the said B.C.I.C. Div. 8 subdivision, found marking the North corner of Lot 66, same being the and the West corner of Lot 67 bears South 42°51'47" West, a distance of 4620.94 feet (called 4620.00 feet), at Texas State Plane Coordinate System position X=3152009.76 and Y=13553476.39, herein located point of commencement and point of reference, being shown in 1952 Dow Chemical Company survey by Herman D. Smith, RPS #916, drawing number: B8-8-19000-10488;

THENCE South 42°51'47" West, coincident with the southeastern right-of-way boundary line of said 40 foot wide platted road, a distance of 1650.34 feet to a point for the North corner of Lot 75, same being the West corner of Lot 76 of the B.C.I.C. Div. 8 subdivision, at position X=3154030.29 and Y=13555653.54;

THENCE South 47°08'13" East, coincident with the southeastern boundary line of Lot 76, same being the northeastern boundary line of Lot 75 of the B.C.I.C. Div. 8 subdivision, a distance of 660.00 feet to the **POINT OF BEGINNING**, at a 5/8" iron rod with survey cap marked "WPD 4467" set for the common corner of Lot 55, Lot 56, Lot 75 and Lot 76 of the B.C.I.C. Div. 8 subdivision and the North corner of the herein described 5.0010 acre tract, from which an iron rod with survey cap bears South 38°39' West, a distance of 11.8 feet, at position X=3154514.00 and Y=13555204.63;

131 Commerce Street • Clute, Texas 77531-5601

Phone: 979-265-3622 • Fax: 979-265-9940 • Email: DW-Surveyor.com

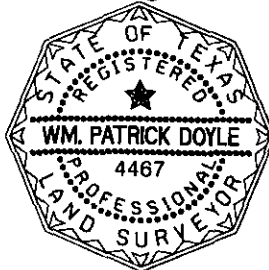
**5.0010 ACRE ENVIRONMENTAL MANAGEMENT TRACT
LOT 56 OF THE BRAZOS COAST INVESTMENT COMPANY SUBDIVISION, DIVISION 8
FREDERICK. J. CALVIT LEAGUE, ABSTRACT 51
BRAZORIA COUNTY, TEXAS
PAGE 2 OF 2**


THENCE South 47°08'13" East, coincident with the southwestern boundary line of Lot 55, same being the northeastern boundary line of Lot 56 of the B.C.I.C. Div. 8 subdivision, at a distance of 640.00 feet pass a 5/8" iron rod with survey cap marked "WPD 4467" set in the apparent northwest right-of-way boundary line of the 80 foot wide Marlin Lane, known as Brazoria County Road #756, continuing a total distance of 660.00 feet to a point in the northwestern boundary line of a 40 foot wide plated roadway, at the South corner of Lot 55, same being the East corner of Lot 56 of the B.C.I.C. Div. 8 subdivision, for the East corner of the herein described 5.0010 acre tract, at position X=3154997.71 and Y=13554755.72;

THENCE South 42°51'47" West, coincident with the northwestern right-of-way boundary line of said 40 foot wide plated road, same being the southeastern boundary line of Lot 56 of the B.C.I.C. Div. 8 subdivision, a distance of 330.07 feet to a point for the East corner of Lot 57, same being the South corner of Lot 56 of the B.C.I.C. Div. 8 subdivision, for the South corner of the herein described 5.0010 acre tract, at position X=3154773.21 and Y=13554513.81;

THENCE North 47°08'13" West, coincident with the northeastern boundary line of Lot 57, same being the southwestern boundary line of Lot 56, at a distance of 20.00 feet pass a 5/8" iron rod with survey cap marked "WPD 4467" set in the apparent northwest right-of-way boundary line of the 80 foot wide Marlin Lane, known as Brazoria County Road #756, continuing a total distance of 660.00 feet to a 5/8" iron rod with survey cap marked "WPD 4467" set at the common corner of Lot 56, Lot 57, Lot 74 and Lot 75 of the B.C.I.C. Div. 8 subdivision, for the West corner of the herein described 5.0010 acre tract, at position X=3154289.50 and Y=13554962.72;

THENCE North 42°51'47" East, coincident with northwestern boundary line of Lot 56, same being the southeastern boundary line of Lot 75 of the B.C.I.C. Div. 8 subdivision, a distance of 330.07 feet to the **POINT OF BEGINNING**, containing 5.0010 acres of land, more or less.




Wm. Patrick Doyle
Registered Professional Land Surveyor
Texas Registration Number 4467
March 24, 2009

This description is based on a survey, a plat of which, March 18, 2009 is on file in the office of Doyle & Wachtstetter, Inc.
Legal\pat\Gulfco Lot56 Environmental Management 5.00 Acre Tract BCIC8.doc

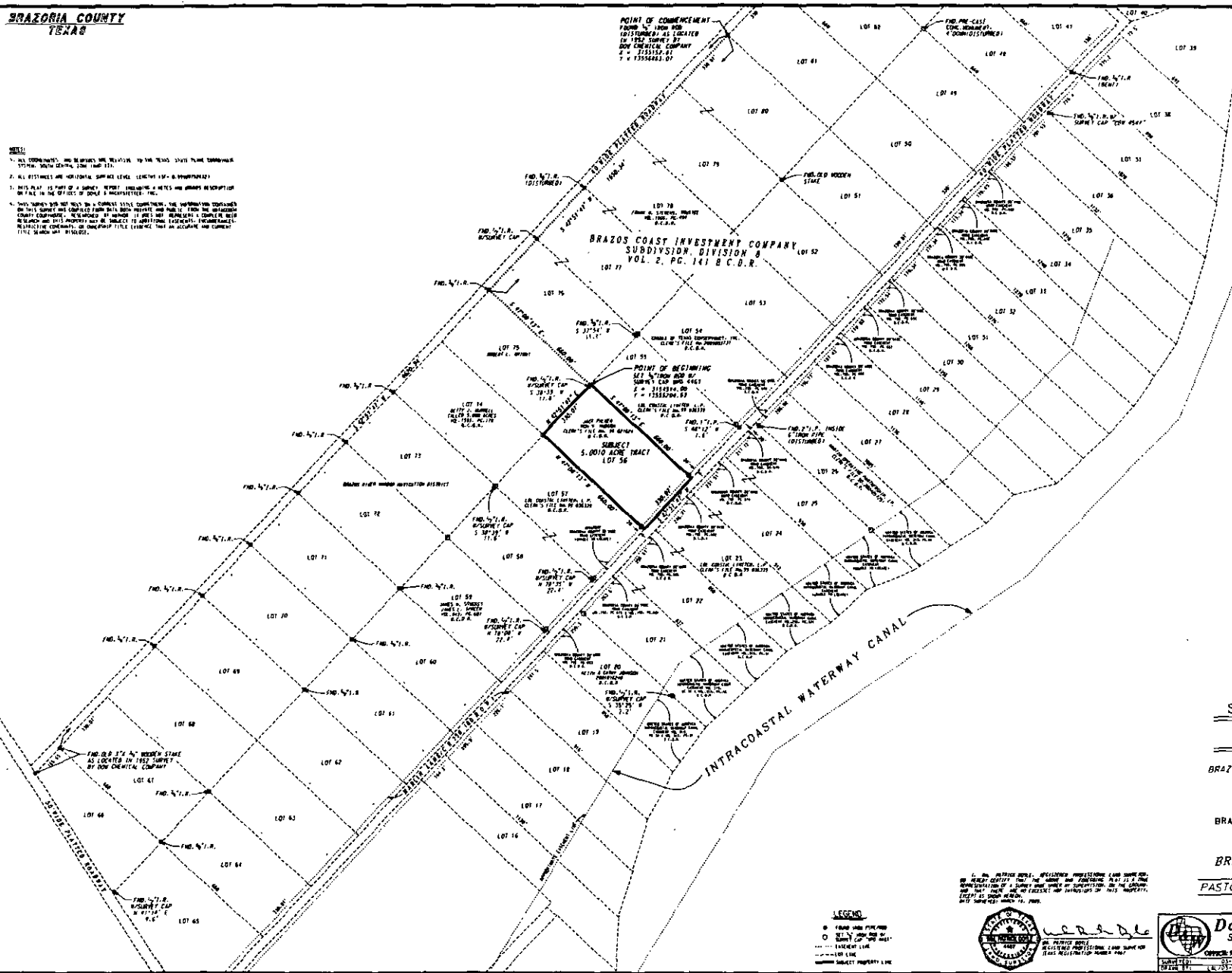
Exhibit B

Plat Map of the Property – area covered by Restrictive Covenant for Limitation on Uses,
Construction and Groundwater Use

**BRAZORIA COUNTY
TEXAS**

**FREDERICK J. CALVIT LEAGUE
ABSTRACT 51**

- NOTES:**
1. ALL CORNER MARKS AND BEARINGS ARE RELATIVE TO THE TEXAS STATE PLUMBING SYSTEM, SOUTH CENTRAL ZONE (FAD 73).
 2. ALL DISTANCES ARE HORIZONTAL, SURFACE LEVEL, LENGTHS, UNLESS OTHERWISE NOTED.
 3. THIS PLAT IS TO BE OPEN TO PUBLIC VIEW FOR 30 DAYS AFTER RECORDATION IN THE OFFICE OF THE COUNTY CLERK, BRAZORIA COUNTY, TEXAS.
 4. THIS SURVEY WAS NOT MADE BY A CURRENT STATE SURVEYOR. THE SURVEYOR HAS CONDUCTED THIS SURVEY AND COMPILED THIS PLAT FROM DATA, BEING RECEIVED AND HANDLED BY THE SURVEYOR, FROM THE BRAZORIA COAST INVESTMENT COMPANY, INCORPORATED AT WICHITA, KANSAS. THE SURVEYOR HAS CONDUCTED THIS SURVEY AND COMPILED THIS PLAT FROM DATA, BEING RECEIVED AND HANDLED BY THE SURVEYOR, FROM THE BRAZORIA COAST INVESTMENT COMPANY, INCORPORATED AT WICHITA, KANSAS. THE SURVEYOR HAS CONDUCTED THIS SURVEY AND COMPILED THIS PLAT FROM DATA, BEING RECEIVED AND HANDLED BY THE SURVEYOR, FROM THE BRAZORIA COAST INVESTMENT COMPANY, INCORPORATED AT WICHITA, KANSAS.



**SURVEY PLAT OF
5.0010 ACRE TRACT
BEING LOT 56**

OF THE
BRAZORIA COAST INVESTMENT COMPANY
SUBDIVISION, DIVISION 8
AS RECORDED IN
VOLUME 2, PAGE 141
OF THE
BRAZORIA COUNTY DEED RECORDS
FREDERICK J. CALVIT LEAGUE
ABSTRACT 51
BRAZORIA COUNTY, TEXAS
FOR
PASTOR BEHLING & WHEELER, LLC

- LEGEND**
- FROM THIS SURVEY
 - FROM PREVIOUS SURVEY
 - EXISTING LINE
 - LOT LINE
 - SUBJECT PROPERTY LINE



Doyle & Wachtstetter, Inc.
Surveying and Mapping GPS/GIS
101 COMMERCIAL STREET, CLUTE, TEXAS 77531
PHONE 409.268.9900 FAX 409.268.9900
E-MAIL: DW@DW-SURVEYING.COM